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June 6, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Tranferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On Wednesday, June 5, 2002, Arthur Burke, William Taylor, and Steven Williams of Davis Polk & Wardwell, A. Richard Metzger, Jr. of Lawler Metzger & Milkman, LLC, outside counsel to Comcast Corporation ("Comcast"), Betsy Brady of AT&T Corp. ("AT&T"), and I spoke by telephone with Royce Sherlock, Roger Holberg, and Erin Dozier of the Media Bureau and James R. Bird and Neil A. Dellar of the Office of General Counsel regarding the Quarterly Income Preferred Securities ("QUIPS") exchange agreement ("QUIPS Exchange Agreement"), which was attached as Appendix 5 to the application filed by Comcast and AT&T in the above-referenced docket. During that call, Messrs. Taylor and Williams described the background to the QUIPS Exchange Agreement and discussed terms of the agreement.

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Renée Callahan

A. Renée Callahan

cc: Royce Sherlock
James R. Bird
Jeff Tobias
Cynthia Bryant

Roger Holberg
Neil A. Dellar
David Sappington
Qualex International

Erin Dozier
William Dever
Donald Stockdale